

## Appendix B

### Ownership of VLSI Technology, Inc.

- B1). Philips Semiconductors, Inc Secretary's Certificate of May 17, 2000.
- B2). Certificate of "Name Change" Amendment of Certificate of Incorporation of July 2, 1999.
- B3). Certificate of Merger of Philips Semiconductors, Inc. and Philips Semiconductors VLSI Inc.
- B4). Philips Semiconductors, Inc. Secretary's Certificate of May 16, 2000.
- B5). State of Delaware Secretary of State certifying the "Name Change" Amendment of B2.
- B6). State of Delaware Secretary of State certifying the Certificate of Merger of B3.
- B7). Philips Semiconductors, Inc. Secretary's Certificate of July 6, 2000 showing ownership of Philips Semiconductors Inc.

### Authorized Signatories

- B8). Secretary's Certification authorizing Michael Schmitt et al to sign on behalf of Philips Semiconductors, Inc.
- B9). Secretary's Certification authorizing Michael Schmitt et al to sign on behalf of U.S. Philips Corporation.
- B10). Secretary's Certification authorizing Michael Schmitt et al to sign on behalf of Philips North America Corporation
- B11). Power of Attorney authorizing Michael Schmitt et al to sign on behalf of Koninklijke Philips Electronics N.V.

**BEST AVAILABLE COPY**

## SECRETARY'S CERTIFICATE

I, W. T. QATES, JR., Secretary of Philips Semiconductors Inc., do hereby certify:

1. that attached is a true and correct copy of Certificate of Amendment of Certificate of Incorporation as filed with the Secretary of State of the State of Delaware on July 2, 1999 changing the name of VLSI Technology, Inc. to Philips Semiconductors VLSI Inc.
2. that attached is a true and correct copy of Certificate of Merger merging Philips Semiconductors Inc. into Philips Semiconductors VLSI Inc. and change of name of survivor Philips Semiconductors VLSI Inc. to Philips Semiconductors Inc. as filed with the Secretary of State of the State of Delaware on December 29, 1999.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal

on May 17, 2000.

  
Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 07/02/1999  
991273471 - 2125539

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

VLSI Technology, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of VLSI Technology, Inc., by unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the Corporation is PHILIPS SEMICONDUCTORS  
VLSI INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said VLSI Technology, Inc. has caused this certificate to be signed by Paul S. Friedlander, its Vice President and attested by Warren T. Oates, Jr., its Assistant Secretary this 2nd day of July, 1999.

VLSI TECHNOLOGY, INC.

By: Paul S. Friedlander

Vice President

ATTEST:

W. T. Oates  
Assistant Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/29/1999  
991566771 - 2125539

CERTIFICATE OF MERGER  
OF  
PHILIPS SEMICONDUCTORS INC.  
AND  
PHILIPS SEMICONDUCTORS VLSI INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

Philips Semiconductors Inc., which is incorporated under the laws of the State of Delaware; and

Philips Semiconductors VLSI Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Philips Semiconductors VLSI Inc., which will continue its existence as said surviving corporation under the name Philips Semiconductors Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Philips Semiconductors VLSI Inc. is to be amended and changed by reason of the merger herein certified by striking out Article FIRST, relating to the name, by substituting in lieu thereof the following article:

"FIRST: The name of the Corporation is PHILIPS SEMICONDUCTORS INC."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 1251 Avenue of the Americas, New York, NY 10020

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:02 a.m. January 1, 2000 Pacific Standard Time.

Dated: December 20, 1999

PHILIPS SEMICONDUCTORS INC.

By: 

[Name, Title] Belinda W. Chew, Vice President

Dated: December 20, 1999

PHILIPS SEMICONDUCTORS VLSI INC.

By: 

[Name, Title] Warren T. Gates, Jr., Vice President

## SECRETARY'S CERTIFICATE

I, W. T. OATES, JR., Secretary of Philips Semiconductors Inc., do hereby certify that the attached is a true and correct copy of Certificate of Merger merging Philips Semiconductors Inc. into Philips Semiconductors VLSI Inc. and change of name of survivor Philips Semiconductors VLSI Inc. to Philips Semiconductors Inc. as filed with the Secretary of State of the State of Delaware on December 29, 1999.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal  
on May 16, 2000.

  
Secretary

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PHILIPS SEMICONDUCTORS INC.", A DELAWARE CORPORATION, WITH AND INTO "PHILIPS SEMICONDUCTORS VLSI INC." UNDER THE NAME OF "PHILIPS SEMICONDUCTORS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0172467

AUTHENTICATION:

12-30-99

DATE

2125539 8100X

*State of Delaware*  
*Office of the Secretary of State PAGE 1*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VLSI TECHNOLOGY, INC.", CHANGING ITS NAME FROM "VLSI TECHNOLOGY, INC." TO "PHILIPS SEMICONDUCTORS VLSI INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9846969

2125539 8100

DATE:

## SECRETARY'S CERTIFICATE

I, W. T. OATES, JR., Secretary of Philips Semiconductors Inc., do hereby certify:

1. Philips Semiconductors Inc. is a wholly-owned subsidiary of Philips Holding USA Inc.;
2. Philips Holding USA Inc. is a wholly-owned subsidiary of Koninklijke Philips Electronics N.V.;

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the Corporate Seal at New York, New York, this 6<sup>th</sup> day of July, 2000.



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Secretary

## SECRETARY'S CERTIFICATION

I, Warren T. Oates, Jr., Secretary of Philips Semiconductors Inc., do hereby certify that the following resolution was duly adopted by the Board of Directors of this Corporation on April 17, 2001 and such resolution has not been modified or rescinded and is in full force and effect as of the date of this certificate:

RESOLVED, that effective April 1, 2001, Matthieu van Kaam, Michael Marion, Jack Haken or Michael Schmitt be and they individually are authorized as "Authorized Signatory(ies) to sign, execute and deliver on behalf of the Corporation, all instruments relating to patents, trademarks, or copyright registrations, all license agreements, all petitions, powers of attorney, authorizations, verifications, nominations of representatives, declarations and other instruments relating to proceedings with respect to patents, trademarks or copyrights in the Patent, Trademark Registration or Copyright Offices of any country in the world, or relating to appeal proceedings of that nature and assignments of rights to patents, trademark registrations and copyrights.

IN WITNESS WHEREOF, I have signed my name and affixed the Corporate Seal at New York, N.Y., this 30th day of May, 2001.

  
Secretary

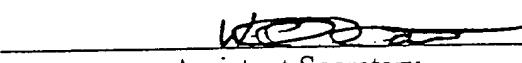
## SECRETARY'S CERTIFICATION

I, Warren T. Oates, Jr., Assistant Secretary of U.S. Philips Corporation. (the "Corporation"), do hereby certify that the following resolution was duly adopted by the Board of Directors of this Corporation on May 23, 2001 and is in full force and effect as of the date of this certificate:

INTELLECTUAL PROPERTY AUTHORITY

RESOLVED, that effective April 1, 2001, Matthieu van Kaam, Michael Marion, Jack Haken or Michael Schmitt be and they individually are authorized as "Authorized Signatory(ies)" to sign, execute, and deliver on behalf of the Corporation, all instruments relating to patents, trademarks, or copyright registrations, all license agreements, all petitions, powers of attorney, authorizations, verifications, nominations of representatives, declarations and other instruments relating to proceedings with respect to patents, trademarks or copyrights in the Patent, Trademark Registration or Copyright Offices of any country of the world, or relating to appeal proceedings of that nature and assignments of rights to patents, trademark registrations and copyrights.

IN WITNESS WHEREOF, I have signed my name and affixed the Corporate Seal at New York, N.Y., this 21st day of June, 2001.

  
Assistant Secretary

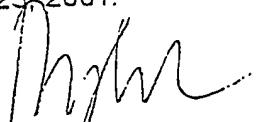
## PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

Consent of Directors to Action Taken  
Without a Meeting of the Board of Directors

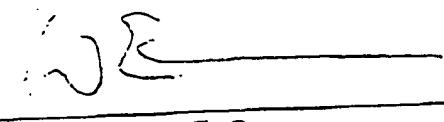
The undersigned, being all the members of the Board of Directors of PHILIPS ELECTRONICS NORTH AMERICA CORPORATION (the "Corporation"), a Delaware corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby unanimously consent to the adoption of the following resolution without a meeting:

RESOLVED, that Matthieu van Kaam, Michael Marion, Jack Haken or Michael Schmitt be and they individually are authorized as "Authorized Signatory(ies)" to sign, execute, and deliver on behalf of the Corporation, all instruments relating to patents, trademarks, or copyright registrations, all license agreements, all petitions, powers of attorney, authorizations, verifications, nominations of representatives, declarations and other instruments relating to proceedings with respect to patents, trademarks or copyrights in the Patent, Trademark Registration or Copyright Offices of any country of the world, or relating to appeal proceedings of that nature and assignments of rights to patents, trademark registrations and copyrights, with immediate effect.

IN WITNESS WHEREOF, the undersigned Directors have executed this Consent  
as of April 23, 2001.



Belinda W. Chew



William E. Curran



# PHILIPS

B11

## Koninklijke Philips Electronics N.V.

P.O. Box 220, 5600 AE Eindhoven, The Netherlands

### POWER OF ATTORNEY

The undersigned, Koninklijke Philips Electronics N.V. of Eindhoven, The Netherlands (hereinafter referred to as "the company") for the present purpose represented by Mr. R.J. Peters, authorized representative of the company, hereby grants authority until further notice to Messrs.

M.J.M. van Kaam  
J.E. Haken  
M.E. Marion  
M.E. Schmitt

to act jointly and severally, within the normal performance of their duties, as representatives of the company at law and otherwise, with full power of substitution and revocation in all matters relating to the establishment, acquisition, maintenance, defence and administration of the company's rights and/or titles with respect to patents of inventions, utility models, trademarks, topographies of semiconductor products, drawings (including packaging designs) and industrial designs and/or applications for these, domain names, as well as computer software, and the contestation (including the institution of actions for nullity) of applications and rights of third parties and in all matters relating to the transfer and assignment of such rights and/or titles in the framework of divestiture of lines of business which explicitly have been resolved by the Board of Management of the company.

Eindhoven, 15<sup>th</sup> May 2001

Koninklijke Philips Electronics N.V.

A handwritten signature in black ink, appearing to read "R.J. Peters".

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